

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

RECORDATION NO. 23791 FILED

DEC 27 '01 3-45 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

December 27, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of December 27, 2001. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Lender:

SunTrust Leasing Corporation
29 West Susquehanna Avenue
Towson, MD 21204

Borrower:

Cryo-Trans, Inc.
P.O. Box 417
Mt. Airy, MD 21771

A description of the equipment covered by the Memorandum of Security Agreement consists of 46 refrigerated boxcars numbered CRYX 3053-3098, inclusive, formerly numbered CRYX 1223, 1225, 1227-1230, inclusive, 1232, 1234, 1235, 1237, 1238, 1240-1252, inclusive, 1254, 1258-1266, inclusive, 1268, 1302, 2010, 2011, 2013, 2014, and 2016-2019, inclusive.

BALL JANIK LLP

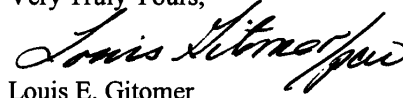
Honorable Vernon A. Williams
December 27, 2001
Page 2

A fee of \$28.00 is enclosed. Please return two originals of the document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: a Memorandum of Security Agreement between SunTrust Leasing Corporation, 29 West Susquehanna Avenue, Towson, MD 21204, and Cryo-Trans, Inc., P.O. Box 417, Mt. Airy, MD 21771 covering 46 refrigerated boxcars numbered CRYX 3053-3098, inclusive, formerly numbered CRYX 1223, 1225, 1227-1230, inclusive, 1232, 1234, 1235, 1237, 1238, 1240-1252, inclusive, 1254, 1258-1266, inclusive, 1268, 1302, 2010, 2011, 2013, 2014, and 2016-2019, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement, dated as of December 27, 2001, by and between CRYO-TRANS, INC. ("Borrower") and SUNTRUST LEASING CORPORATION ("Lender").

1. The Lender has made a loan to the Borrower (the "Loan") pursuant to a Loan and Security Agreement, dated as of December 27, 2001 (the "Security Agreement").

2. Pursuant to the Security Agreement, Borrower grants to Lender a security interest in all of Borrower's right, title and interest in and to (among other things), (a) the railcars (the "Railcars") as more fully described in attached Exhibit A, (b) that certain Railcar Utilization Agreement more fully described in attached Exhibit A, and any other Railcar Utilization Agreements hereafter executed with respect to the Railcars, as such agreements relate to the Railcars, or any substitution or replacement thereof, pursuant to which one or more Railcars are leased to, or made available for use by, any third party (collectively, the "Leases"), and (c) the payments and all other sums due now or hereafter under or with respect to any or all of the Leases or the Railcars, and all other proceeds of the foregoing.


IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SECURITY AGREEMENT to be executed by its duly authorized officer as of the date first above written.

SUNTRUST LEASING CORPORATION
as Lender

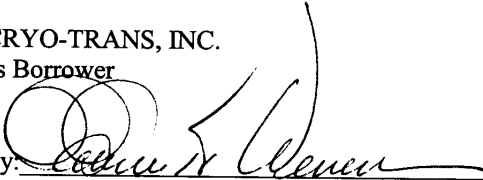
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SURFACE TRANSPORTATION BOARD

By: 
Name: MT POWERS
Title: SECY

CRYO-TRANS, INC.
as Borrower

By: 
Name: Marvin H. Weiner
Title: President

STATE OF MARYLAND)
) to wit:
CITY/COUNTY OF BAaltimore)

I hereby certify that on this 27th day of December, 2001, before me, the undersigned Notary Public of said State, personally appeared MICHAEL POWERS, who acknowledged himself to be the SECRETARY of SUNTRUST LEASING CORPORATION, and acknowledged that he, as such SECRETARY, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of SUNTRUST LEASING CORPORATION by himself as SECRETARY.

IN WITNESS MY Hand and Notarial Seal.

KIMBERLY N. CRUTCHFIELD
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires June 29, 2004

Kimberly Crutchfield
My Commission Expires: 10-29-04

STATE OF Maryland)
) to wit:
CITY/COUNTY OF Haward)

I hereby certify that on this 27th day of December, 2001, before me, the undersigned Notary Public of said State, personally appeared MARVIN H. WEINER who acknowledged himself to be the President of CRYO-TRANS, INC., a Maryland corporation, and acknowledged that he, as such President, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of CRYO-TRANS, INC. by himself as President.

IN WITNESS MY Hand and Notarial Seal.

Mary E. Mundy
NOTARY PUBLIC

My Commission Expires: Feb 1, 2002

EXHIBIT A

That certain Railcar Utilization Agreement dated as of July 9, 2001, by and between CRYO-TRANS, INC. and The Martin-Brower Company, L.L.C., pertaining to those forty-six (46) railroad boxcars with the following reporting marks:

CRYX 3053 through CRYX 3098, inclusive